

**AMERICAN SADDLEBRED HORSE ASSOCIATION  
MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS**

**June 11, 2012**

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A telephonic meeting of the Board of Directors (the "Board") of the American Saddlebred Horse Association was held on Monday, June 11, 2012, commencing at 5:30 p.m. EDT pursuant to written notice dated May 31, 2012. The Agenda and related information for this meeting were emailed out to all Directors on Monday morning, June 11<sup>th</sup>. The following Directors of the Board were present at this meeting: Betsy Boone; Randy Cates; Redd Crabtree; Bret Day; Lisa Duncan; Bob Funkhouser; Minna Hankin; Carl Holden; Margaret McNeese; Bill Marple; Tandy Patrick; Lisa Siderman; Judy Werner; Kenny Wheeler; and Bill Whitley. Directors Chuck Herbert and Scott Matton were unable to attend.

The meeting proceeded as follows:

1. **QUORUM.** Tandy announced that there was a quorum in attendance.
2. **FINANCIAL REPORT.** Treasurer Carl Holden presented and discussed ASHA financial reports for the period ending March 31, 2012, per information that was emailed out to all Directors on June 7, 2012, consisting of a balance sheet, balance sheet review, income statement, financial report, membership comparison and cash flow projection.
3. **RECOMMENDATIONS FROM FINANCE COMMITTEE.** The Finance Committee advised the Board of its recommendations decided at the May 16<sup>th</sup> Finance Committee meeting, which was attended by Chairman Carl Holden, Committee members Bill Whitley and David Rudder, and ex-officio Committee member Tandy Patrick (Committee member Chuck Herbert was not able to attend the May 16<sup>th</sup> meeting). The Finance Committee recommended that the Board authorize payment in full of the amount required under the Settlement Agreement with the Concerned Members, to enable the organization to fulfill and complete its obligations and move forward. The Finance Committee further recommended that the Board authorize monthly installment payments of the outstanding amount owed to the Boehl Stopher firm. Chairman Holden noted that it would be necessary to utilize our Emergency Investment Fund (currently with a balance of approximately \$326,000) to fund payment of the settlement amount; our Emergency Cash Fund presently contains about \$51,000, but \$40,000 of this Emergency Cash Fund will be needed to fund cash flow shortfall for the month of June. The Directors discussed the cash flow needs of the ASHA; David Rudder suggested that it might be prudent for the ASHA to obtain a loan at today's favorably low interest rates, secured by a pledge of the Emergency Investment Fund as collateral. Following discussion, upon Motion made by Minna Hankin and seconded by Bill Whitley, the Directors unanimously approved payment of the \$45,000 settlement plus accrued interest to the Concerned Members, and authorized the Finance Committee to withdraw and/or borrow money in its discretion to be able to fund this payment no later than the end of June, 2012. Following discussion, upon Motion made by Bill Whitley and seconded by Carl Holden, the Directors authorized Tandy to negotiate and agree upon a payment plan with the Boehl Stopher Firm for payment of the agreed-upon amount owed of \$100,000, in monthly installments of at least \$2,500.

**4. RECOMMENDATIONS FROM SEARCH COMMITTEE.** Search Committee Chair Tandy Patrick reported that the Search Committee interviewed its top three candidates for the Executive Director position in Lexington on Tuesday, June 5, and that the Search Committee recommended that the Board extend an offer to the top candidate per the compensation/benefits attached to the Agenda. Upon Motion made by Bill Whitley and seconded by Minna Hankin, the Directors unanimously authorized Tandy to make an offer of employment to the top candidate for the Executive Director position. Tandy further reported that the Search Committee scheduled telephonic interviews of the top two candidates for the Registrar position on Friday, June 8; one candidate subsequently withdrew from consideration, so the Search Committee did conduct a telephonic interview of the remaining candidate and the Search Committee recommended that the Board extend an offer to the top candidate for the Registrar per the compensation/benefits attached to the Agenda. Upon Motion made by Bob Funkhouser and seconded by Kenny Wheeler, the Directors unanimously authorized Tandy to make an offer of employment to the top candidate for the Registrar position.

**5. TECHNOLOGY/COMPUTER UPGRADE PROJECT.** Tandy reported that thanks to the application prepared and submitted by Paula Johnson and Brice Carr, the USAET has agreed to provide a grant to the ASHA in the amount of \$27,000 for funding of the initial phase of our technology/computer upgrade project. Carl Holden noted that a total of \$100,000 is needed in calendar year 2013 to fund the portion of this project scheduled for 2013. The Directors agreed that we need to appoint a special Committee to plan and organize a fund-raising campaign for this Project, and hopefully identify a non-Board member to serve as Chair of this effort. We need to involve the Registry Board in this effort also, since the technology upgrades will greatly enhance the functions of the Registry. Tandy will meet with Brice and Paula and assemble a brief summary (“bullet points”) describing advantages of the new system that we can share with our members; Tandy will also contact Justin Provost (IT engineer at USEF) to see if Justin could make a short demonstration of the new system at our Open Forum on July 10<sup>th</sup>.

**6. WEBCASTING AT WCHS.** Tandy shared discussions from her recent meetings with USEF, RH Bennett, and Harold Workman regarding the Webcast of the 2012 WCHS. Tandy has drafted a tri-party Memorandum of Understanding among the USEF, the ASHA, and RH Bennett for the 2012 WCHS, which will be finalized as soon as the USEF has completed its review and approval (Tandy has received preliminary approval from the USEF). This MOU provides that Richfield will produce and supply its feed for all classes at the 2012 WCHS free of charge; the ASHA will pay the required one-time fee to the Kentucky State Fair’s outside vendor, SmartCity, to acquire the necessary bandwidth for transmission (this ‘one-time’ fee covers transmission by all three parties); the USEF will utilize Richfield’s feed and broadcast all classes of the 2012 WCHS via a link on the ASHA’s Web site free of charge, and the USEF will also broadcast Friday and Saturday evening sessions on the USEF network; the USEF will include recognition and links to Richfield; the ASHA will supply ‘overlay content’ for the broadcast of the 2012 WCHS to the USEF; the USEF and the ASHA will work together to identify sponsors for the broadcast, with sponsor revenues to be shared 60/40 based on which party originates (the ASHA’s existing sponsor is carved out and 100% of that revenue will be retained by the ASHA). The USEF has suggested that we should try to do a similar arrangement for both the Lexington Junior League and American Royal Horse Shows, and offer this as the “Saddlebred Triple Crown”, which we will pursue.

**7. OPEN FORUM FOR MEMBERS AT LEXINGTON JUNIOR LEAGUE.** Tandy reported that we have reserved the Red Mile Clubhouse for an informal reception for ASHA members and their guests, 4:30 – 6 p.m. on Tuesday, July 10, to give ASHA members a chance to share their ideas with our Board, and learn about volunteer opportunities and recent initiatives. The Board discussed suggestions for a brief program to also be held as a part of the Open Forum to entice members to obtain, and offer drawings for a free poster/DVD of the Legends presentation from the 2012 Convention. Tandy and Bob will work further on this and will keep the Board posted.

**8. NEXT MEETING.** The next meeting of the Board will be in person, on Tuesday, July 10<sup>th</sup>, at the Vanderbilt Room in the USEF headquarters at the Kentucky Horse Park, starting at 12:30 p.m. with informal lunch beforehand starting at 11:30 a.m. with Registry Board members.

Submitted by:

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Tandy Patrick, President  
American Saddlebred Horse Association